

**IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS**

BP CORPORATION NORTH AMERICA INC.	)	
SAVINGS PLAN INVESTMENT OVERSIGHT	)	
COMMITTEE serving in its capacity as a named	)	
fiduciary of the BP Employee Savings Plan, the BP	)	
Capital Accumulation Plan, the BP DirectSave Plan,	)	
the BP Employee Savings Plan of Puerto Rico, and	)	
the BP Partnership Savings Plan under the BP	)	
Master Trust for Employee Savings Plans and the	)	
BP Solar Employee Savings Plan under the Trust for	)	
the BP Solar Employee Savings Plan, and BP	)	
CORPORATION NORTH AMERICA INC.	)	Judge William J. Hibbler
INVESTMENT COMMITTEE serving in its	)	
capacity as a named fiduciary of the BP Retirement	)	Magistrate Judge Morton Denlow
Accumulation Plan and the Enstar Corporation	)	
Retirement Plan under the BP Master Trust for	)	
Employee Pension Plans,	)	
	)	
Plaintiffs,	)	
	)	
v.	)	CIVIL ACTION NO. 08 C 6029
	)	
NORTHERN TRUST INVESTMENTS, N.A. and	)	
THE NORTHERN TRUST COMPANY,	)	
	)	
Defendants.	)	

**PLAINTIFFS' MOTION TO DISMISS  
DEFENDANTS' COUNTERCLAIMS**

Plaintiffs, by their undersigned attorneys, pursuant to Rule 12(b)(6) of the Federal Rules of Civil Procedure, respectfully move the Court dismiss Defendants' Counterclaims for failure to state a claim upon which relief can be granted. In support of their motion, Plaintiffs have sought leave to file *instanter* Defendants' Memorandum in Support of Motion to Dismiss Defendants' Counterclaims.

Respectfully submitted,

s/ Keith P. Schoeneberger  
Keith P. Schoeneberger

Michael H. King  
Keith P. Schoeneberger  
Therese K. Nohos  
Bryan M. Westhoff  
DEWEY & LEBOEUF LLP  
180 North Stetson, Suite 3700  
Two Prudential Plaza  
Chicago, IL 60601-6710  
Telephone: 312-794-8000  
Facsimile: 312-794-8100

**PLAINTIFFS' COUNSEL**